



# Standard Transfer Company

440 East 400 South, Suite 200, Salt Lake City, UT 84111 Phone: (801) 571-8844 Fax: (801) 328-4058

## STOCKHOLDER QUESTIONNAIRE

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**Name of stockholder:**

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**Address:**

**City:**

**State:**

**Zip:**

**Telephone Number:**

**Social Security No.:**

**Issuer:**

**Class of Issuer Securities:**

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Standard Transfer Company has received the following guidance from legal counsel in relation to Rule 144, which recites the obligations and liabilities that you as a stockholder have in removing the legend from your certificate(s).

1. Rule 144 creates a safe harbor for a person when he or she resells securities purchased from issuers in transactions claimed to be exempt from registration under the Securities Act of 1933 (the "Act"). Rule 144 provides that when such re-sales are made in strict compliance with the requirements of Rule 144, the seller will be presumed not to be an "issuer, underwriter or dealer of the shares" ("underwriter" is defined under Section 2(a) (11) of the Act), and will have available the exemption from registration provided by Section 4(1) of the Act for transactions by persons other than
2. Rule 144 is unavailable for re-sale of securities initially issued by a shell company unless:
  - a. The issuer is a reporting company
  - b. The issuer has filed all required reports for the preceding twelve (12) months period; and
  - c. At least one year has elapsed from the time the issuer filed current Form 10 type information reporting that the issuer is not a shell company
3. Any person who claims a transactional exemption for a sale or re-sale of unregistered securities has the burden of demonstrating the availability of the claimed exemption.
4. Technical compliance with Rule 144 may be deemed non-compliance if the transaction is part of a plan or scheme to avoid registration requirements of the Act. For example:
  - a. If a person or group of persons relies on Rule 144 to affect the sale of substantial numbers of restricted securities into a relatively thin existing market of the issuer's securities, then the exemption would be disallowed and the sellers could be civilly or criminally liable for violation of the registration requirements of the Act.
  - b. A group of stockholders, none whom own individually or control more than 10% of the outstanding shares of the issuer are approached by the other persons to sell a total number of common shares in excess of 10% of the common shares outstanding to a single individual or group who will, as a result of their multiple purchases, hold a substantial percentage of the issuer's outstanding shares in unrestricted form. These types of transactions would be deemed "underwriting" under the Act, and are not exempt from registration.

I HAVE READ THE ABOVE AND SUBMIT THE FOLLOWING ANSWERS

1. How many shares of the issuer are registered in your name? \_\_\_\_\_
2. Do you own or control any additional standing in the names of other people?  
\_\_\_\_\_
  - a) If yes, how many? \_\_\_\_\_
  - b) In what names? \_\_\_\_\_
3. Do you have a present intention to sell all or any part of your shares? \_\_\_\_\_
  - a) If yes, how many? \_\_\_\_\_
4. Have you determined to sell your shares as a result of conversations with any other stockholders or issuer? \_\_\_\_\_
5. Have you and any other stockholder(s) agreed to sell your shares together?  
\_\_\_\_\_
6. Are you presently an officer or director of the issuer, or are you related to or reside with an officer or director? \_\_\_\_\_
  - a) Are you an affiliate of the issuer, i.e. (a person that directly, or indirectly through one or more intermediaries, controls, or is controlled by, or is under common control with the issuer)? \_\_\_\_\_
  - b) Have you been an affiliate of the issuer during the previous three months?  
\_\_\_\_\_
  - c) If you answered yes to 6. b) please specify in what capacity:  
\_\_\_\_\_
7. When did you acquire (fully pay for) the shares you desire to have transferred free of restrictive legend? \_\_\_\_\_
8. How long have you owned the securities (excluding any period for which the securities were pledged):
  - a) \_\_\_\_\_ Over six months
  - b) \_\_\_\_\_ Between 6 months and one year
  - c) \_\_\_\_\_ Over one year

Shareholder signature: \_\_\_\_\_ Date: \_\_\_\_\_